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March 3, 2004

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Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Amendment in Clarification of the Joint Application for
Streamlined Transfer of Control of International and Domestic
Section 214 Authorizations from Shareholders of PBT Telecom, Inc.
and PBT Communications, Inc. to Rock Hill Telephone Company
WC Docket No. 04-38

Dear Ms. Dortch:

In response to questions raised by FCC staff, The Shareholders of PBT Telecom, Inc., PBT Communications, Inc. and Rock Hill Telephone Company (collectively, "Applicants") hereby submit clarifying information in support of the captioned application (the "Application").

1. To clarify the scope of the Application, Applicants affirm that they seek authorization to transfer control of the international and domestic Section 214 authorizations held by PBT Communications, Inc., and the domestic Section 214 authorizations held by PBT Telecom, Inc. to Rock Hill Telephone Company ("Rock Hill").

2. To clarify the ownership structure and holdings of Rock Hill, the following information is provided:

A. Rock Hill Ownership

<u>Name</u>	<u>Equity Interest</u>
Frank S. Barnes	17.34%
Estate of John M. Barnes	17.33%
E.L. Barnes	17.33%
LAB Associates, LP	48.00%

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(i) Ownership of LAB Associates, LP (owner of 48% of Rock Hill)

<u>Name</u>	<u>Equity Interest in LAB</u>	<u>Indirect Interest in Rock Hill</u>
Trust under Will of Ladson A. Barnes, Sr.	77.38%	37.14%
Ladson A. Barnes, Jr.	10.30%	4.94%

There are no other persons or entities owning 10% or more interest in LAB Associates, LP.

B. Rock Hill Holdings in Other Communications Companies

<u>Company</u>	<u>Business</u>	<u>Rock Hill Equity Interest</u>
Fort Mill Telephone Company	local exchange	48.00%
Lancaster Telephone Company	local exchange	49.20%
Home Telephone Company	local exchange	47.83%
Carolina Telecom Services, Inc.	cable	100.00%
Great Falls Cablevision, Inc.	cable	100.00%
Comporium Wireless, LLC	PCS	66.45%

3. To clarify the ownership interests of Rock Hill owners and affiliates, the following information is provided with respect to ownership interests of 10% or more:

A. Other Communications Interests of Rock Hill Owners:

(i) Frank S. Barnes

<u>Company</u>	<u>Business</u>	<u>Ownership Interest</u>
Berkley Cable Television Company, Inc.	Cable	19.70%
Video Vision, Inc.	Cable	26.70%
Community Long Distance, Inc.	Interexchange	11.25%

(ii) Estate of John M. Barnes

<u>Company</u>	<u>Business</u>	<u>Ownership Interest</u>
Berkley Cable Television Company, Inc.	Cable	19.7%
Palmetto Cable TV, Inc.	Cable	10.00%
Video Vision, Inc.	Cable	26.65%
Community Long Distance, Inc.	Interexchange	11.25%

(iii) E.L. Barnes

<u>Company</u>	<u>Business</u>	<u>Ownership Interest</u>
Berkeley Cable Television Company, Inc.	Cable	19.7%
Catawba Services, Inc.	Cable	26.67%
Video Vision, Inc.	Cable	26.65%

(iv) LAB Associates, Inc.

<u>Company</u>	<u>Business</u>	<u>Ownership Interest</u>
Fort Mill Telephone Company	local exchange	26.00%
Lancaster Telephone Company	local exchange	14.40%

(v) Ladson A. Barnes, Jr.

<u>Company</u>	<u>Business</u>	<u>Ownership Interest</u>
Community Long Distance, Inc.	Interexchange	11.70%

B. Other Rock Hill Affiliate Interests

(i) Fort Mill Telephone Company

<u>Company</u>	<u>Business</u>	<u>Ownership Interest</u>
Comporium Wireless, LLC	PCS	12.64%

(ii) Lancaster Telephone Company

<u>Company</u>	<u>Business</u>	<u>Ownership Interest</u>
Comporium Wireless, LLC	PCS	20.91%

(iii) Home Telephone Company

<u>Company</u>	<u>Business</u>	<u>Ownership Interest</u>
Home Long Distance, Inc.	Interexchange	100%

(iv) Springboard Telecom, LLC

No owner of Rock Hill owns any interests in Springboard Telecom, LLC ("Springboard"), but Rock Hill direct and indirect owners Frank S. Barnes, Jr., the Estate of John M. Barnes and Ladson A. Barnes, Jr. (collectively, the "Messrs. Barnes") each own interests in Community Long Distance, Inc. ("CLD"), as noted above. Other owners of CLD (none of whom individually own 10% or more of CLD but collectively, together the Messrs. Barnes, hold 90% of the CLD) are the children of the Messrs. Barnes or E.L. Barnes, another owner of Rock Hill. Each of these CLD owners individually owns less than 10% interest in Springboard, but collectively, they own more than 90% of the common equity member units in Springboard.

Other than the interests shown above, neither Rock Hill, nor its owners and affiliates have a 10% or greater ownership interest in a telecommunications service provider.

4. To clarify the ownership interests of PBT Telecom, Inc. and PBT Communications, Inc. owners and affiliates, the following information is provided with respect to ownership interests of 10% or more:

A. PBT Telecom, Inc. Ownership

<u>Name</u>	<u>Voting Equity Interest</u> ¹
MSK Living Trust Martha S. Kneece, Trustee	29.38%
NEK Living Trust N. Everette Kneece, Trustee	25.55%
Debbie K. Johnson	11.27%
Ann K. Amick	11.27%
Luther E. Kneece	11.27%
David A. Kneece	11.27%

¹ Please see original Application for information regarding non-voting equity.

B. PBT Communications, Inc. Ownership

<u>Name</u>	<u>Equity Interest</u>
Debbie K. Johnson	25%
Ann K. Amick	25%
Luther E. Kneece	25%
David A. Kneece	25%

C. Other Communications Interests of PBT Telecom, Inc. and
and PBT Communications, Inc. Owners

The owners of PBT Telecom, Inc, and PBT Communications, Inc. hold interests in PBT Cable, Inc., as follows:

<u>Name</u>	<u>Equity Interest²</u>
NEK Living Trust N. Everette Kneece, Trustee	30.00%
Debbie K. Johnson	15.23%
Ann K. Amick	23.23%
Luther E. Kneece	19.23%
David A. Kneece	11.23%

Other than the interests shown above, neither PBT Telecom, Inc., PBT Communications, Inc., nor their respective owners and affiliates, have a 10% or greater interest in a telecommunications service provider.

² Total interest includes voting interests as trustee, where appropriate.

Please refer any additional questions to the undersigned.

Respectfully submitted,

**The Shareholders of
PBT Telecom, Inc. and
PBT Communications, Inc.**

By: Gerard J. Duffy (se)
Gerard J. Duffy

Blooston, Mordkofsky, Dickens, Duffy
& Prendergast
2120 L Street, N.W., Suite 300
Washington, DC 20037

Their Counsel

Rock Hill Telephone Company

By: Sylvia Lesse
Sylvia Lesse


Kraskin, Lesse & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037

Its Counsel

CERTIFICATION OF BRYANT G. BARNES

I, Bryant G. Barnes, President of Rock Hill Telephone Company, do hereby declare under penalties of perjury that I have read the foregoing "Amendment in Clarification of the Joint Application for Streamlined Transfer of Control of International and Domestic Section 214 Authorizations." The information contained therein regarding Rock Hill Telephone Company and its affiliates is true and accurate to the best of my knowledge, information, and belief.

Date March 1, 2004


Bryant G. Barnes

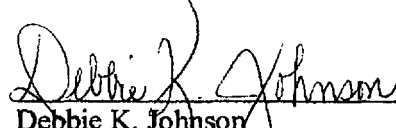
CERTIFICATION OF LUTHER E. KNEECE

I, Luther K. Kneece, President of PBT Telecom, Inc., do hereby declare under penalties of perjury that I have read the foregoing "Amendment in Clarification of the Joint Application for Streamlined Transfer of Control of International and Domestic Section 214 Authorizations." The information contained therein regarding PBT Telecom, Inc. is true and accurate to the best of my knowledge, information, and belief.

Date 3-2-2004Luther E. Kneece
Luther K. Kneece

CERTIFICATION OF DEBBIE K. JOHNSON

I, Debbie K. Johnson, President of PBT Communications, Inc., do hereby declare under penalties of perjury that I have read the foregoing "Amendment in Clarification of the Joint Application for Streamlined Transfer of Control of International and Domestic Section 214 Authorizations." The information contained therein regarding PBT Communications, Inc. is true and accurate to the best of my knowledge, information, and belief.

Date 3/2/2004
Debbie K. Johnson

CERTIFICATE OF SERVICE

I, Clifford Rohde, of Kraskin, Lesse & Cosson, LLC, 2120 L Street, NW, Suite 520, Washington, DC 20037, do hereby certify that on this 3rd day of March, 2004, a copy of the foregoing "Amendment in Clarification of the Joint Application for Streamlined Transfer of Control of International and Domestic Section 214 Authorizations from Shareholders of PBT Telecom, Inc. and PBT Communications, Inc. to Rock Hill Telephone Company" was mailed, first class postage prepaid, to the following:



Clifford C. Rohde

The Honorable Mark Sanford
Governor of South Carolina
Office of the Governor
P.O. Box 12267
Columbia, SC 29211

Department of Defense
Assistant Secretary of Defense for C3I
1000 Defense Pentagon, Room 3E172
Washington, DC 20301-1000

Department of State
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Dennis Johnson
Competition Policy Division
FCC Wireline Competition Bureau
Via email